

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

----- X  
NIIT (USA), INC. :  
 : Civil Action No. 08 cv 03327 (JES)  
Plaintiff, :  
 : **RULE 7.1 STATEMENT**  
Versus :  
 :  
CENGAGE LEARNING, INC. f/k/a :  
THOMSON LEARNING, INC., :  
 :  
Defendant. :  
 :  
----- X

Pursuant to Rule 7.1 of the Federal Rules of Civil Procedure and to enable Judges and Magistrate Judges of the Court to evaluate possible disqualification or recusal, the undersigned counsel for Cengage Learning, Inc. (a private, non-governmental party) certifies that no publicly-held corporation owns more than 10% of the stock of the said party.

Dated: New York, New York  
May 28, 2008

SATTERLEE STEPHENS BURKE & BURKE LLP

By: \_\_\_\_\_/s/\_\_\_\_\_

James F. Rittinger (JR-0556)

Justin E. Klein (JK-8865)

230 Park Avenue  
New York, New York 10169  
(212) 818-9200 (Phone)  
(212) 818-9606 (Fax)  
Attorneys of Record for Defendant  
CENGAGE LEARNING, INC.